

The Tennessee State Funding Board (the "Board") met on Tuesday, September 7, 2021, at 2:05 p.m., in the Executive Conference Room, State Capitol, Ground Floor, Nashville, Tennessee. The Honorable Jason Mumpower, Comptroller of the Treasury, was present and presided over the meeting.

The Honorable Tre Hargett, Secretary of State
The Honorable David Lillard, State Treasurer
Commissioner Butch Eley, Department of Finance and Administration

The Honorable Bill Lee, Governor

Mr. Mumpower then recognized Mr. Bob Rolfe, Commissioner of the Tennessee Department of Economic and Community Development (“ECD”), to present FastTrack projects for consideration and Mr. Paul VanderMeer, Assistant Commissioner of Administration, ECD, to present the “FastTrack Report to State Funding Board” (the “Report”). Mr. VanderMeer reported that, as of the date of the July 22, 2021, Board meeting, the FastTrack balance was \$393,492,868.59. Since that time, \$343,604.92 in new funds had been appropriated from FastTrack interest recorded by the Department of Finance and Administration (“F&A”), \$12,822,500.00 in new grants and loans had been approved; and \$62,365.92 in funds had been spent on FastTrack administrative expenses, which resulted in an adjusted FastTrack balance available for funding grants and loans of \$380,951,607.59 as of the date of the Report. Mr. VanderMeer reported that commitments had been made in the amount of \$267,721,839.76, resulting in an uncommitted FastTrack balance of \$113,229,767.83. Mr. VanderMeer reported that the projects to be considered at this meeting totaled \$69,600,000.00, and if these projects were approved, the uncommitted balance would be \$43,629,767.83 and the total committed balance would be \$337,321,839.76, which represented 88.5% of the FastTrack balance.

- **Sungwoo Hitech America Corp – Telford (Washington County)**
FastTrack Economic Development Grant \$ 850,000
- **Amazon.com Services LLC – Clarksville (Montgomery County)**
FastTrack Economic Development Grant \$ 1,000,000

- **Arconic Tennessee LLC – Alcoa (Blount County)**
FastTrack Economic Development Grant \$ 1,500,000
- **Kaiser Aluminum Investments Company – Franklin (Williamson County)**
FastTrack Economic Development Grant \$ 1,250,000

The Board member packets included letters and FastTrack checklists signed by Commissioner Rolfe, and incentive acceptance forms signed by company representatives. Mr. Mumpower inquired if the companies that had signed the incentive acceptance forms fully understood the agreements, and Commissioner Rolfe responded affirmatively. Mr. Mumpower then inquired if the checklists had been completed for each project and Commissioner Rolfe responded affirmatively. Mr. Mumpower then inquired if all the projects included accountability agreements which would provide protections for the state in the event the entity could not fulfill the agreement, and Mr. Rolfe responded affirmatively. Mr. Hargett made a motion to approve the projects. Mr. Lillard seconded the motion, and it was unanimously approved.

Mr. Mumpower then recognized Mr. Rolfe to present the final FastTrack project on the agenda. Mr. Rolfe then presented the following FastTrack project:

- **Oracle America, Inc. – Nashville (Davidson County)**
FastTrack Economic Development Grant \$65,000,000

Mr. Mumpower inquired if the company that had signed the incentive acceptance form fully understood the agreement, and Commissioner Rolfe responded affirmatively. Mr. Mumpower then inquired if the checklist had been completed for the project and Commissioner Rolfe responded affirmatively. Mr. Mumpower then inquired if the project included an accountability agreement which would provide protections for the state in the event the entity could not fulfill the agreement, and Mr. Rolfe responded affirmatively. Mr. Rolfe then made a clarification regarding the letter that the members received in their packets. Mr. Rolfe stated that the letter listed the number of jobs that would be created over a five-year period by the project, however, the negotiated accountability agreement ends on December 31, 2029. Mr. Rolfe pointed out that ECD negotiated the accountability agreement timeframe to be eight (not five) years due to the campus being built in three separate phases.

Mr. Mumpower then asked, if everything were to run smoothly, when would Mr. Rolfe anticipate a groundbreaking. Mr. Rolfe responded no later than the first quarter of 2022 if not sooner. Mr. Eley then inquired if five years was the typical length of an accountability agreement. Mr. Rolfe responded in the affirmative and stated that the Oracle project was given an extended period of time due to the campus being built in three separate phases. Mr. Rolfe further responded that he did not believe the third campus facility would be opened until 2027. Mr. Hargett made a motion to approve the project. Mr. Lillard seconded the motion, and it was unanimously approved.

Mr. Mumpower then recognized Ms. Sandra Thompson, Director of the Division of State Government Finance (SGF) and Assistant Secretary of the Board, to present for consideration and approval a "Resolution Allocating from the Debt Service Fund to the Capital Projects Fund \$1,400,000 and Canceling Authorized Bonds". Ms. Thompson stated that the state was authorized to issue General Obligation ("GO") bonds in the form of commercial paper ("CP") to provide funding for the purpose of acquisition of land for the West Tennessee Megasite and Right of Way, and that it was no longer needed to fund the authorized project. Ms. Thompson further stated that \$1,400,000 was appropriated to repay the CP and that the Commissioner of F&A recommended, in a memorandum dated August 2, 2021, that the Board cancel a

like amount of the unissued GO bonds. Ms. Thompson then stated that the CP outstanding was amortized with a payment made annually. Ms. Thompson then stated that the resolution would be effective on September 7, 2021. Mr. Eley made a motion to approve the resolution. Mr. Lillard seconded the motion, and it was unanimously approved.

Mr. Mumpower then recognized Ms. Thompson to present for consideration and approval a "Resolution from the Debt Service Fund to the Capital Projects Fund \$7,000,000 and Canceling Authorized Bonds". Ms. Thompson stated that the state was authorized to issue its GO bonds in the form of CP to provide funding for the acquisition and implementation of an interoperable communication system upgrade. Ms. Thompson further stated that the Board was appropriated \$7,000,000 to repay the CP and that the Commissioner of F&A recommended, in a memorandum dated August 2, 2021, that the Board cancel a like amount of the unissued GO bonds. Ms. Thompson then stated that the resolution would be effective September 7, 2021. Ms. Thompson pointed out that this was the last amount that remained of the project authorization. Mr. Hargett made a motion to approve the resolution. Mr. Eley seconded the motion, and it was unanimously approved.

After requesting other business and hearing none, Mr. Mumpower made a motion to adjourn the meeting, and Mr. Lillard seconded the motion. The motion was unanimously approved, and the meeting was adjourned.

Approved on this 25th day of October 2021.

Respectfully submitted,

A handwritten signature in blue ink that reads "Sandra Thompson". The signature is written in a cursive style with a large, stylized 'S'.

Sandra Thompson
Assistant Secretary

